

THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014.

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Gas Networks Ireland announces Tender Offer for its €500,000,000 1.375 per cent. Notes due 5 December 2026

3 September 2024. Gas Networks Ireland (the **Offeror**) announces today its invitation to holders of the outstanding €500,000,000 1.375 per cent. Notes due 5 December 2026 (ISIN: XS1529684695) (the **Notes**), issued by the Offeror, to tender their Notes for purchase by the Offeror for cash subject to satisfaction (or waiver) of the New Financing Condition (as defined below) and the other conditions described in the Tender Offer Memorandum (as defined below) (such invitation, the **Offer**). The Offer is being made on the terms and subject to the conditions contained in the tender offer memorandum dated 3 September 2024 (the **Tender Offer Memorandum**) prepared by the Offeror and is subject to the offer and distribution restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to the offer and distribution restrictions) available from the Tender Agent as set out below. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

Summary of the Offer

A summary of certain of the terms of the Offer appear below:

Description of the Notes	ISIN/ Common Code	Outstanding Nominal Amount	Maturity Date	Reference Rate	Purchase Spread	Amount subject to the Offer
€500,000,000 1.375 per cent. Notes due 5 December 2026	X1529684695 / 152968469	€500,000,000	5 December 2026	Interpolated Mid-Swap Rate	+25 bps	Subject as set out herein, up to €200,000,000 in aggregate nominal amount of the Notes (the Maximum Acceptance Amount), although the Offeror reserves the right, in its sole discretion, to accept significantly more or significantly less than (or none of) the Maximum Acceptance Amount for purchase pursuant to the Offer

Rationale for the Offer

The Offer is being made as part of the Offeror's proactive balance sheet management strategy in optimising its debt maturity profile. Furthermore, the transaction provides liquidity or reinvestment optionality to those Noteholders whose Notes are accepted in the Offer. It is intended that any Notes purchased by the Offeror pursuant to the Offer will be cancelled and not subsequently reissued or resold.

Purchase Price and Accrued Interest

The Offeror will, on the Settlement Date, pay for Notes validly tendered and accepted by it for purchase pursuant to the Offer, a cash purchase price (expressed as a percentage, the **Purchase Price**) to be determined at or around 11.00 a.m. (London time) on 11 September 2024 (the **Pricing Time**) (subject to the right of the Offeror to amend such time and date in its sole discretion and without prior notice to

Noteholders) in the manner described in the Tender Offer Memorandum by reference to the "Purchase Yield", which shall equal the sum of (i) the Purchase Spread specified in the table on page 1; and (ii) the Interpolated Mid-Swap Rate (as defined in the Tender Offer Memorandum).

The Purchase Price will be determined in accordance with market convention and expressed as a percentage of the nominal amount of Notes accepted for purchase pursuant to the Offer (rounded to the nearest 0.001 per cent., with 0.0005 per cent. rounded upwards) and is intended to reflect a yield to the Maturity Date on the Settlement Date based on the Purchase Yield.

Specifically, the Purchase Price will equal (a) the value of all remaining payments of principal and interest on the Notes up to and including the Maturity Date, discounted to the Settlement Date at a discount rate equal to the Purchase Yield, minus (b) any Accrued Interest for the Notes.

The Offeror will also pay accrued and unpaid interest in respect of Notes validly tendered and accepted for purchase pursuant to the Offer, from (and including) the immediately preceding interest payment date for such Notes to (but excluding) the Settlement Date, calculated in accordance with the terms and conditions of the Notes.

Final Acceptance Amount and Scaling

The Offeror proposes that (subject to satisfaction or waiver of the New Financing Condition) the aggregate nominal amount of Notes (if any) which it will accept for purchase pursuant to the Offer will be an amount of up to €200,000,000 (the **Maximum Acceptance Amount**), although the Offeror reserves the right, in its sole and absolute discretion, to accept significantly more or significantly less than (or none of) the Maximum Acceptance Amount for purchase pursuant to the Offer (the final nominal amount accepted for purchase pursuant to the Offer being the Final Acceptance Amount).

If the Offeror decides to accept for purchase any Notes validly tendered pursuant to the Offer and the aggregate nominal amount of Notes validly tendered pursuant to the Offer is greater than the Final Acceptance Amount, the Offeror intends to accept such validly tendered Notes for purchase (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) on a *pro rata* basis such that the aggregate nominal amount of Notes accepted by the Offeror for purchase pursuant to the Offer is no greater than the Final Acceptance Amount.

New Financing Condition

The Offeror announced on 3 September 2024 its intention to issue a new series of euro-denominated fixed rate notes (the **New Notes**) pursuant to its €1,500,000,000 Euro Medium Term Note Programme (the **Programme**), the proceeds of which will be used, in whole or in part, to finance the Offer. Whether the Offeror will accept for purchase Notes validly tendered in the Offer is subject (unless such condition is waived by the Offeror in its sole and absolute discretion), without limitation, to the successful completion (in the sole determination of the Offeror) of the issue of the New Notes (the **New Financing Condition**).

Even if the New Financing Condition is satisfied (or waived), the Offeror is not under any obligation to accept for purchase any Notes validly tendered pursuant to the Offer. The acceptance for purchase by the Offeror of Notes validly tendered pursuant to the Offer is at the sole and absolute discretion of the Offeror and tenders may be rejected by the Offeror for any reason.

Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in (i) the offering circular dated 2 September 2024 (the **Offering Circular**) prepared in connection with the Programme; and (ii) the pricing supplement relating to, and to be prepared in connection with, the New Notes, and no reliance is to be placed on any representations other than those contained in the Offering Circular.

*The New Notes are not being, and will not be, offered or sold in the United States. Nothing in this announcement constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the **Securities Act**). The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not*

be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S of the Securities Act).

MiFID II product governance - *The target market for the New Notes for the purposes of Directive 2014/65/EU (as amended, **MiFID II**) is eligible counterparties and professional clients only (all distribution channels), each as defined in MiFID II, and all channels for distribution of the New Notes to eligible counterparties and professional clients are appropriate.*

UK MiFIR product governance – *The target market for the New Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook), and professional clients only (all distribution channels), as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (**UK MiFIR**).*

*The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client as defined in point (11) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIPs Regulation**) for offering or selling the New Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the **PRIPs Regulation**.*

*The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the United Kingdom by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the United Kingdom by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the New Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the **UK PRIIPs Regulation**.*

No action has been or will be taken in any jurisdiction in relation to the New Notes to permit a public offering of securities.

Allocation of the New Notes

The Offeror will, in connection with the allocation of the proposed issue of New Notes by or on behalf of the Offeror, consider among other factors whether or not the relevant Noteholder seeking an allocation of the New Notes has validly tendered, or indicated a firm intention to the Offeror or the Dealer Managers to tender, their Notes pursuant to the Offer, and, if so, the aggregate nominal amount of the Notes validly tendered or intended to be tendered by such Noteholder (subject to such Noteholder making a separate application for the subscription of the New Notes to the joint lead managers of the issue of the New Notes). When considering allocation of the New Notes, the Offeror may give preference to those Noteholders who, prior to such allocation, have validly tendered or indicated their firm intention to the Offeror or to the Dealer Managers to tender their Notes pursuant to the Offer and subscribe for New Notes. Any such preference in the allocation of the New Notes will be applicable up to the aggregate nominal amount of Notes tendered or firmly indicated to be tendered by such Noteholder pursuant to the Offer. However, the Offeror is not obliged to allocate the New Notes to a Noteholder who has validly tendered or indicated a firm intention to tender its Notes for purchase pursuant to the Offer. Any allocation of the New Notes,

while being considered by the Offeror as set out above, will be made in accordance with customary new issue allocation processes and procedures and, if New Notes are allocated, the nominal amount thereof may be less or more than the nominal amount of Notes tendered by such Noteholder and accepted by the Offeror pursuant to the Offer. In the event that a Noteholder validly tenders Notes for purchase pursuant to the Offer, such Notes will remain subject to such tender and the conditions of the Offer as set out in the Tender Offer Memorandum irrespective of whether that Noteholder receives all, part or none of any allocation of New Notes for which it has applied.

A Noteholder wishing for its Tender Instruction or its intention to tender Notes to be taken into account in the allocation process for the New Notes should contact the Dealer Managers (each in its capacity as a joint lead manager of the issue of the New Notes) in accordance with the standard new issue procedure of such Dealer Manager, or by contacting the Dealer Managers using the contact details set out below. The pricing of the New Notes is expected to take place prior to the Expiration Deadline and, as such, Noteholders are advised to contact the Dealer Managers as soon as possible, and prior to the allocation of the New Notes, in order for this to be taken into account as part of the New Notes allocation process.

Tender Instructions

In order to participate in, and be eligible to receive the Purchase Consideration and the Accrued Interest Payment pursuant to, the Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 4.00 p.m. (London time) on 10 September 2024 (the **Expiration Deadline**). **Tender Instructions will be irrevocable** except in the limited circumstances described in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum nominal amount of Notes of no less than €100,000, being the minimum denomination of the Notes, and may be submitted in integral multiples of €1,000 thereafter.

Indicative Timetable for the Offer

The times and dates below are indicative only. Accordingly, the actual timetable may differ from the timetable below.

Events

Times and Dates

(All times are London time)

Commencement of the Offer

Offer announced.

Tuesday, 3 September 2024

Tender Offer Memorandum available from the Tender Agent.

Pricing of the New Notes

Expected pricing of the New Notes.

Prior to the Expiration
Deadline

Expiration Deadline

Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Noteholders to be able to participate in the Offer.

4.00 p.m. on
Tuesday, 10 September
2024

Announcement of Indicative Results of the Offer

Announcement by the Offeror of the aggregate nominal amount of Notes validly tendered pursuant to the Offer, together with a non-binding indication of the level at which it expects to set the Final Acceptance Amount and indicative details of any *pro rata* scaling applicable to valid tenders of Notes that will be applied in the event that the Offeror decides to accept (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) for purchase valid tenders of Notes pursuant to the Offer.

Prior to the Pricing Time on
Wednesday, 11 September
2024

Pricing of the Offer

Determination of the Interpolated Mid-Swap Rate, Purchase Yield and Purchase Price.

At or around 11.00 a.m. on
Wednesday, 11 September
2024

Announcement of Acceptance, Results of the Offer and Pricing

Announcement of whether the Offeror will accept (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) for purchase valid tenders of Notes pursuant to the Offer and, if so accepted for purchase: (i) the Final Acceptance Amount; (ii) the Purchase Yield; (iii) the Interpolated Mid-Swap Rate; (iv) the Purchase Price; (v) details of any *pro rata* scaling including the Scaling Factor; (vi) the Accrued Interest (expressed as a percentage of the nominal amount of the Notes); and (vii) the aggregate nominal amount of Notes that remain outstanding following settlement of the Offer.

As soon as reasonably
practicable after the Pricing
Time on Wednesday, 11
September 2024

Settlement Date

Subject to the satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date, expected Settlement Date for the Offer. Payment of Purchase Consideration and Accrued Interest Payment in respect of the Offer.

Friday, 13 September 2024

The above times and dates are subject to the right of the Offeror to extend, re-open, amend, and/or terminate the Offer (subject to applicable law and as provided in the Tender Offer Memorandum).

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines set out above. ***The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines set out above and in the Tender Offer Memorandum.***

Unless stated otherwise, announcements in connection with the Offer will be made (i) by publication via the RIS publication section of the website of Euronext Dublin (<https://direct.euronext.com/#/rispublication>) and (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be made on the relevant Informa IGM Insider Screen and/or by the issue of a press release to a Notifying News Service. Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender Agent, the contact details for which are below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements during the course of the Offer. In addition, Noteholders may contact the Dealer Managers for information using the contact details below.

Noteholders are advised to read carefully the Tender Offer Memorandum for full details of and information on the procedures for participating in the Offer.

Barclays Bank Ireland PLC, BNP Paribas and NatWest Markets Plc are acting as Dealer Managers for the Offer and Kroll Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the Offer may be directed to the Dealer Managers.

The Dealer Managers

Barclays Bank Ireland PLC

One Molesworth Street
Dublin 2
D02 RF29
Ireland

Telephone: +44 20 3134 8515

Email: eu.lm@barclays.com

Attention: Liability Management Group

BNP Paribas

16, boulevard des Italiens
75009 Paris
France

Telephone: +33 1 87 74 64 33 / +44 20 7595 8861

Email: liability.management@bnpparibas.com

Attention: Liability Management Group

NatWest Markets Plc

250 Bishopsgate
London EC2M 4AA
United Kingdom

Telephone: +44 20 7678 5222

Email: liabilitymanagement@natwestmarkets.com

Attention: Liability Management

Questions and requests for assistance in connection with the delivery of Tender Instructions may be directed to the Tender Agent.

The Tender Agent

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880

Email: gasnetworks@is.kroll.com

Attention: David Shilson

Website: <https://deals.is.kroll.com/gasnetworks>

This announcement is released by the Offeror and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (**MAR**), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Ronan Galwey, Chief Financial Officer of the Offeror on 3 September 2024 at approximately 9.00 a.m. (London time).

LEI Number: 54930043FTE0M50CGG56

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the contents of this announcement and/or the Tender Offer Memorandum, or is unsure of the impact of the Offer or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any financial, accounting and tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Noteholders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Notes for cash. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Notes pursuant to the Offer.

The Dealer Managers are acting exclusively for the Offeror and no one else in connection with the arrangements described in this announcement and the Tender Offer Memorandum and will not be responsible to any Noteholder for providing any protections which would be afforded to clients of the Dealer Managers or for providing advice in relation to the Offer. None of the Offeror, the Dealer Managers or the Tender Agent (or any director, officer, employee, agent, adviser or affiliate of any such person) has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of the Noteholders, either as a class or as individuals, and none of them makes any representation or recommendation whatsoever regarding the Offer, or any recommendation as to whether Noteholders should tender Notes in the Offer. None of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees agents or affiliates) is providing Noteholders with any legal, business, tax, investment or other advice in this announcement and/or the Tender Offer Memorandum, and none of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) will have any liability or responsibility in respect thereof

OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves

about, and to observe, any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the Notes (and tenders of Notes in the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an offer to be made by a licensed broker or dealer and either of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

Nothing in the Tender Offer Memorandum or the electronic transmission thereof constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or in any other jurisdiction.

In addition to the representations referred to below in respect of the United States, each Noteholder participating in the Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Offeror, the Dealer Managers and the Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender shall not be accepted.

United States. The Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Neither this announcement nor the Tender Offer Memorandum is an offer to buy or sell, or a solicitation of an offer to sell or buy, any Notes or other securities in the United States or to U.S. Persons (as defined in Regulation S of the Securities Act (each a **U.S. Person**)). Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. Persons.

Each Noteholder participating in the Offer will represent that it is not located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States. For the purposes of this and the above two paragraphs, **United States** means the United States of America, its territories and possessions (including, but not limited to, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

Italy. None of the Offer, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (**CONSOB**) pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy (**Italy**) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Accordingly, Noteholders or beneficial owners of the Notes that are resident and/or located in Italy can tender Notes for purchase pursuant to the Offer through authorised persons (such as investment

firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with any other applicable laws and regulations and with any requirements imposed by CONSOB and any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offer.

United Kingdom. The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the FSMA. Accordingly, this announcement, the Tender Offer Memorandum and such documents and/or materials are not being distributed to, and must not be passed on to, persons in the United Kingdom other than (i) to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Financial Promotion Order**)), (ii) to those persons who are within Article 43 of the Financial Promotion Order, or (iii) to any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

France. The Offer is not being made, directly or indirectly, to the public in the Republic of France (**France**). This announcement, the Tender Offer Memorandum and any other document or material relating to the Offer may be distributed in France only to qualified investors (*investisseurs qualifiés*) as defined in Article 2(e) of Regulation (EU) 2017/1129 and in accordance with Articles L.411-1 and L.411-2 of the French *Code monétaire et financier* and only qualified investors (*investisseurs qualifiés*) are eligible to participate in the Offer. Neither this announcement, the Tender Offer Memorandum, nor any other such offering material has been or will be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Ireland. The Offer is not being made, directly or indirectly, to the public in Ireland and no offers or sales of any notes or securities under or in connection with the Offers may be effected and the Tender Offer Memorandum may not be distributed in Ireland except in conformity with the provisions of Irish law including (i) the Companies Act 2014, (ii) Regulation (EU) 2017/1129, European Union (Prospectus) Regulations 2019 and any rules issued under Section 1363 of the Companies Act 2014 by the Central Bank of Ireland, (iii) the European Communities (Markets in Financial Instruments) Regulations 2017 (S.I. No. 375 of 2017) (as amended, the **MiFID Regulations**) including, without limitation, Regulation 5 (Requirement for authorisation (and certain provisions concerning MTFs and OFTs)) thereof, any codes of conduct made or rules issued and any conditions or requirements, or any other enactment, imposed or approved by the Central Bank of Ireland under the MiFID Regulations, and the provisions of the Investor Compensation Act 1998 of Ireland (as amended), (iv) the Market Abuse Regulation (EU596/2014) (as amended), the Market Abuse Directive on criminal sanctions for market abuse (Directive 2014/57/EU), the European Union (Market Abuse) Regulations 2016 of Ireland (as amended) and any Irish market abuse law as defined in those Regulations or the 2014 Act and any rules made or guidance issued by the Central Bank of Ireland in connection therewith, including any rules issued by the Central Bank of Ireland under Section 1370 of the Companies Act, and (v) the Central Bank Acts 1942 to 2018 of Ireland (as amended) and any codes of practice made under Section 117(1) of the Central Bank Act 1989 of Ireland (as amended) or any regulations issued pursuant to Part 8 of the Central Bank (Supervision and Enforcement) Act 2013 of Ireland (as amended).